

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Gold Reach Resources Ltd.  
#888 – 700 West Georgia Street, Vancouver, B.C. V7Y 1G5  
Telephone: 604-718-5454  
Fax: 604-646-2054

**Item 2: Date of Material Change**

July 20, 2011

**Item 3: News Release**

The news release was disseminated on July 20, 2011 through Canada Stockwatch and Market News and filed on SEDAR.

**Item 4: Summary of Material Change**

A minimum 5,500 meter drill program is currently underway at the company's Seel Property, located adjacent to the producing Huckleberry Mine. The first drill hole of the program is now complete and was a vertical hole (S11-81) drilled to a depth of 694m. The hole was collared on the north east side of the Seel Cu-Au zone and successfully intersected its breccia target at depth. Previous drilling at the Seel Cu-Au zone never exceeded 275m below surface and the current deep drilling program is focused on extending the higher grade Cu-Au zone to depth and along strike.

**Item 5: Full Description of Material Change**

A minimum 5,500 meter drill program is currently underway at the company's Seel Property, located adjacent to the producing Huckleberry Mine. The first drill hole of the program is now complete and was a vertical hole (S11-81) drilled to a depth of 694m. The hole was collared on the north east side of the Seel Cu-Au zone and successfully intersected its breccia target at depth. Previous drilling at the Seel Cu-Au zone never exceeded 275m below surface and the current deep drilling program is focused on extending the higher grade Cu-Au zone to depth and along strike.

The drill is currently working on a second deep hole which is collared in the center of the Cu-Au zone and is anticipated to go to 700 or 800 meters depth. The deep drilling at Seel was designed based on encouraging deep drilling results at a number of similar deposits in British Columbia, including the adjacent Huckleberry Mine (see Imperial Metals News Release dated May 11, 2010).

Drill hole S11-81 has been logged and sampled and sent to the lab for assay with results expected in 4 to 6 weeks.

Dr. Shane Ebert, a person qualified under NI 43-101, has approved this news release.

**Item 6: Reliance on subsection 71(2) of National Instrument 51-102**

N/A

**Item 7: Omitted Information**

N/A

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Conrad Swanson, President and Chief Executive Officer  
Telephone: 604-718-5454

**Item 9: Date of Report**

July 20, 2011